

RECORDATION NO. 23287-N FILED

MAR 20 '12 -11 05 AM

SURFACE TRANSPORTATION BOARD
OF COUNSEL
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March 20, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release Cession, dated as of March 20, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment (Cession), as supplemented, previously filed with the Board under Recordation Numbers 23287-B and 23287-j.

The names and addresses of the parties to the enclosed document are:

Lessee: National Railroad Passenger Corporation
10 G Street, NE
Washington, DC 20002

Owner Trustee: Amtrak Trust HS-EDC-2
c/o Wilmington Trust Company
1100 North Market Street
Wilmington DE 19801

Indenture Trustee: Manufacturers and Traders Trust Company
25 South Charles Street
Baltimore, MD 21202

Chief, Section of Administration

March 20, 2012

Page 2

A description of the railroad equipment covered by the enclosed document is:

1 locomotive AMTK 663 and High Speed Trainset Number 8 consisting of 8 railcars AMTK 2014, 2019, 3218, 3559, 3548, 3558, 3315 and 3416.


A short summary of the document to appear in the index is:

Termination and Release Cession.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

TERMINATION AND RELEASE
CESSION

MAR 20 '12 -11 05 AM

SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE dated as of March 20, 2012 (this "*Termination*") is among (i) NATIONAL RAILROAD PASSENGER CORPORATION, a corporation organized under the Rail Passenger Service Act and the laws of the District of Columbia ("*Amtrak*"), (ii) AMTRAK TRUST HS-EDC-2 (the "*Trust*"), all of the activities of which shall be conducted by WILMINGTON TRUST COMPANY (in its individual capacity "*Trust Company*"), a Delaware trust company, not in its individual capacity but solely as Owner Trustee under that certain Trust Agreement (Amtrak Trust HS-EDC-2) dated as of December 15, 2000, between the Owner Participant named therein ("*Owner Participant*") and Trust Company ("*US Lessor*"), and (iii) MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation, as successor in interest to Allfirst Bank, as indenture trustee ("*Indenture Trustee*") under that certain Trust Indenture and Security Agreement (Amtrak Trust HS-EDC-2), dated as of December 15, 2000, between Indenture Trustee and US Lessor ("*Trust Indenture*").

WITNESSETH:

WHEREAS, GIE FINLINER MAESTRO ("*Lessor*") and Amtrak have entered into (i) that certain Crédit-Bail Agreement, dated September 25, 2000, (ii) that certain Lease Supplement dated December 22, 2000, and (iii) that certain Lease Supplement No. 2 dated January 17, 2001 (collectively, as amended, supplemented and modified, the "*Lease*") pursuant to which Lessor leased the railroad equipment described in Annex A hereto (the "*Units*") to Amtrak;

WHEREAS, Amtrak, US Lessor and Indenture Trustee have entered into (i) that certain Assignment (Cession), dated as of December 27, 2000, which was filed and recorded on December 27, 2000 at 2:26 p.m. and has been assigned Recordation Number 23287-B with the Surface Transportation Board and (ii) that certain Assignment (Cession), dated as of January 29, 2001, which was filed and recorded on January 29, 2001 at 12:43 p.m. and has been assigned Recordation Number 23287-J with the Surface Transportation Board (collectively, the "*Cessions*");

WHEREAS, pursuant to the Indenture, US Lessor granted, bargained, sold, assigned, transferred, conveyed, mortgaged, pledged and confirmed to Indenture Trustee a security interest in and a mortgage lien on all estate, right, title and interest of US Lessor in, to and under the Cessions as security for certain obligations;

WHEREAS, the Cessions provide for the assignment to the US Lessor by Amtrak of its rights as lessee of the Units under the Lease;

WHEREAS, pursuant to the Omnibus Amendment and Termination Agreement, dated as of March 20, 2012, among Amtrak, Lessor, US Lessor, Indenture Trustee and the other parties thereto, the Lease was terminated and all right, title and interest of Lessor in and to the Units was transferred to US Lessor; and

WHEREAS, on the date hereof, Amtrak, US Lessor and Indenture Trustee have made arrangements satisfactory to each of them to terminate the Cessions; and

WHEREAS, in connection with the foregoing, parties desire to evidence and confirm the termination of the Lease and the Cessions.

NOW, THEREFORE, Amtrak, US Lessor and Indenture Trustee agree as follows:

Section 1 Termination of the Cessions and Release of the Units. The Lease is hereby terminated, and all right, title and interest of US Lessor in and to the Units arising from and through the Cessions are hereby terminated and released.

Section 2 Further Assurances. US Lessor and Indenture Trustee hereby agree to execute and deliver to Amtrak, at Amtrak's expense, such additional instruments, notices, or releases as Amtrak may reasonably request to effectuate the foregoing provisions of this Termination.

Section 3 Representations and Warranties. Each of Amtrak, US Lessor and Indenture Trustee represents and warrants as to itself only that this Termination constitutes its legal and valid obligation, enforceable against it in accordance with its terms. US Lessor has full authority to terminate and release all of its right, title and interest in and to the Cessions and to the Units, as provided herein.

Section 4 Counterparts. This Termination may be executed in counterparts and all such executed counterparts shall constitute one and the same agreement.

[Remainder of Page Intentionally Blank]

IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination to be duly executed by its duly authorized representative as of the day and year first above written.

NATIONAL RAILROAD PASSENGER
CORPORATION

By: Dale M. Stein
Name: Dale M. Stein
Title: Treasurer

DISTRICT OF COLUMBIA) ss
)

On this 19th day of March, 2012, before me personally appeared Dale M. Stein, to me personally known, who being by me duly sworn, says that he is the Treasurer of NATIONAL RAILROAD PASSENGER CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledges that the execution of the foregoing instrument was the free act and deed of said corporation.

Quita L. Martin
Notary Public

My Commission Expires: April 14, 2012




IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination to be duly executed by its duly authorized representative as of the day and year first above written.

AMTRAK TRUST HS-EDC-2

By: WILMINGTON TRUST COMPANY,
not in its individual capacity, except as
otherwise expressly provided, but solely as
Owner Trustee

By:


Name: Stephanie Sorone
Title: Financial Services Officer

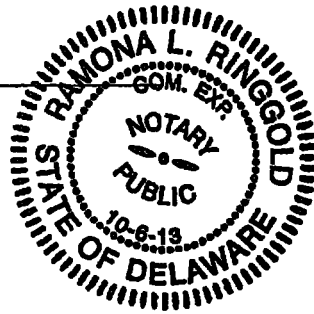
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Kenneth L. King

My commission expires:




***Cession Agreement Termination and Release
(GIE Finliner Maestro)***

IN WITNESS WHEREOF, each of Amtrak, US Lessor and Indenture Trustee has caused this Termination to be duly executed by its duly authorized representative as of the day and year first above written

MANUFACTURERS AND TRADERS TRUST
COMPANY, as Indenture Trustee

By:


Name: Artis Cummings, CCTS
Title: Banking Officer

STATE OF MARYLAND

)

) SS.:

CITY OF BALTIMORE

)

On this 16TH day of MARCH, 2012, before me personally appeared Artis Cummings, to me personally known, who, by me being duly sworn, says that he/she is a Bank Officer of MANUFACTURERS AND TRADERS TRUST COMPANY, a New York banking corporation, that said instrument was signed on behalf of said New York banking corporation by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said banking corporation.



Notary Public

My commission expires:

April 4, 2014

ACKNOWLEDGED AND AGREED:

EXPORT DEVELOPMENT CANADA

By: 
Name: **Andrew Baechler, CFA**
Title: **Loan Portfolio Manager**

By: 
Name: **CHRISTOPHER WILSON**
Title: **ASSET MANAGER**

DESCRIPTION OF UNITS

Description	Amtrak Equipment Numbers
One (1) Dual Cab High Horse Power Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc.	AMTK 663
High Speed Trainset Number 8 manufactured by Bombardier Corporation and Alstom Transportation Inc. consisting of	
Two (2) Power Cars	AMTK 2014 AMTK 2019
One (1) First Class Car	AMTK 3218
Three (3) Coach Cars	AMTK 3559 AMTK 3548 AMTK 3558
One (1) Bistro Car	AMTK 3315
One (1) End Coach Car	AMTK 3416